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Norfolk Southern Corporation  
Law Department  
Three Commercial Place  
Norfolk, Virginia 23510-2191

2-013A002

J. Gary Lane  
Senior General Attorney

Writer's Direct Dial Number

(804) 629-2818

January 9, 1992

10642-D

JAN 13 1992 10 13 AM

JAN 13 10 13 AM '92  
MOTOR OPERATING UNIT

Mr. Sidney Strickland  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission four (4) counterparts, properly executed and acknowledged, of the document described below.

This document is a Statement of New Numbers, a secondary document, dated as of January 8, 1992. The primary document to which this is connected is recorded under Recordation No. 10642.

The names and addresses of the parties to the document to which this secondary document is connected are as follows:

VENDOR/ASSIGNEE: United States Trust Company of New York  
114 W. 47th Street  
New York, New York 10036

VENDEE: Norfolk Southern Railway Company  
(formerly Southern Railway Company)  
Three Commercial Place  
Norfolk, Virginia 23510

The equipment covered by the document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (old numbers)</u>
9	100-ton Covered Hopper Cars	LO	SOU 85011, 85051 85264, 85143 85062, 85391 85361, 85170 85215

Melinda Castillo

A fee of \$16.00 is enclosed. Please return three of the original counterparts of the document, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Statement of New Numbers dated as of January 8, 1992, with respect to Conditional Sale Agreement with Recordation No. 10642, dated June 15, 1979, covering nine covered hopper cars, formerly numbered SOU 85011, 85051, 85264, 85143, 85062, 85391, 85361, 85170 and 85215, changed to NS 245014, 245015, 245016, 245017, 245018, 245019, 245020, 245021 and 245022, respectively.

Very truly yours,



J. Gary Lane

JGL/jad

Enclosures

10642-2

JAN 13 1992 - 10 22 AM

CSA 6/15/79

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS

STATEMENT OF NEW NUMBERS ASSIGNED TO NINE (9) 100-TON COVERED HOPPER CARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU 85011, 85051, 85264, 85143, 85062, 85391, 85361, 85170 AND 85215 SUBJECT TO A CONDITIONAL SALE AGREEMENT DATED AS OF JUNE 15, 1979, AMONG NORFOLK SOUTHERN RAILWAY COMPANY (FORMERLY NAMED SOUTHERN RAILWAY COMPANY) AND PULLMAN INCORPORATED (PULLMAN STANDARD DIVISION) AND ORTNER FREIGHT CAR COMPANY, AND AN AGREEMENT AND ASSIGNMENT DATED AS OF JUNE 15, 1979, AMONG PULLMAN INCORPORATED (PULLMAN STANDARD DIVISION), ORTNER FREIGHT CAR COMPANY, AND UNITED STATES TRUST COMPANY OF NEW YORK, AS AGENT

Old Road Number  
Assigned

New Road Number  
Assigned

SOU 85011  
SOU 85051  
SOU 85264  
SOU 85143  
SOU 85062  
SOU 85391  
SOU 85361  
SOU 85170  
SOU 85215

NS 245014  
NS 245015  
NS 245016  
NS 245017  
NS 245018  
NS 245019  
NS 245020  
NS 245021  
NS 245022

IN WITNESS WHEREOF, Norfolk Southern Railway Company has caused this instrument to be executed in its corporate name by its duly authorized officer, and its corporate seal to be hereunto affixed, duly attested, as of the 8th day of January, 1992.

NORFOLK SOUTHERN RAILWAY COMPANY

By: 

Vice President

ATTEST:

  
Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA)

CITY OF NORFOLK )

SS:

On this 8th day of January, 1992, before me personally appeared S.C. Tobias, to me personally known, who being by me duly sworn, says that he is a Vice President of Norfolk Southern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

Charles S. Whitson

Notary Public

My Commission expires: AUGUST 31, 1994

Interstate Commerce Commission  
Washington, D.C. 20423

1/13/92

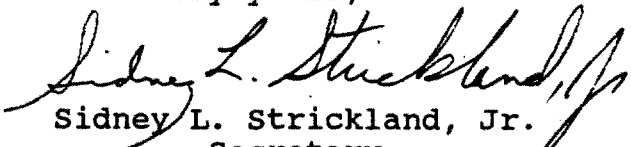
OFFICE OF THE SECRETARY

J. Gary Lane  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA. 23510

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/13/92 at 10:20am, and assigned recordation number(s). 10642-D

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary